Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , and ending

G Check all that apply [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Name of foundation
WILLIAM M WEISS FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
24920 SITTINGBOURNE LANE

City or town, state, and ZIP code
BEACHWOOD OH 44122-1630

A Employer identification number 34-1787366

B Telephone number (see page 10 of the instructions)

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization. [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 4,504,240

J Accounting method [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	389,112			
	2	Check ▶ [X] if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	4	4		
	4	Dividends and interest from securities	44,597	44,597		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	148,811			
	b	Gross sales price for all assets on line 6a 909,897				
	7	Capital gain net income (from Part IV, line 2)		148,811		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	582,524	193,412	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) STMT 1	21,240			
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 2	200			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	21,440	0	0	0
	25	Contributions, gifts, grants paid	218,500			218,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	239,940	0	0	218,500
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	342,584			
	b	**Net investment income** (if negative, enter -0-)		193,412		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,401,275	1,191,174	1,191,174
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) SEE STMT 3	2,423,550	2,976,235	3,313,066
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,824,825	4,167,409	4,504,240
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	3,824,825	4,167,409	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	3,824,825	4,167,409	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	3,824,825	4,167,409	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,824,825
2	Enter amount from Part I, line 27a	2	342,584
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,167,409
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,167,409

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	CAPITAL GAIN DISTRIBUTION			
b	SEE ATTACHMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	28			28
b	909,897	761,114		148,783
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				28
b				148,783
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } — 2 — 148,811

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 — 3

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	160,653	3,040,735	0.052834
2008	238,877	3,841,118	0.062189
2007	204,053	4,620,690	0.044161
2006	189,144	3,879,663	0.048753
2005	150,700	3,370,259	0.044715

2	**Total** of line 1, column (d)	2	0.252652
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050530
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	3,517,037
5	Multiply line 4 by line 3	5	177,716
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,934
7	Add lines 5 and 6	7	179,650
8	Enter qualifying distributions from Part XII, line 4	8	218,500

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter. (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	1,934
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,934
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,934
6	Credits/Payments.		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 4,189		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	4,189
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,255
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 2,255 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NONE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WILLIAM WEISS Telephone no. ▶ 216-831-3246
24920 SITTINGBOURNE LAND
Located at ▶ BEACHWOOD OH ZIP+4 ▶ 44122-3246

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 22 of the instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?		4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If Yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM WEISS BEACHWOOD 24920 SITTINGBOURNE LAND OH 44122	50.00	0	0	0
JEFFREY WEISS SO RUSSELL 7490 HUNTERS HOLLOW OH 44072	10.00	0	0	0
DAVID WEISS BAINBRIGE 8432 LAKE SHORE DR OH 44023	10.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 — see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes				
a	Average monthly fair market value of securities			1a	2,511,225
b	Average of monthly cash balances			1b	1,059,371
c	Fair market value of all other assets (see page 25 of the instructions)			1c	0
d	**Total** (add lines 1a, b, and c)			1d	3,570,596
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0		
2	Acquisition indebtedness applicable to line 1 assets			2	0
3	Subtract line 2 from line 1d			3	3,570,596
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)			4	53,559
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	3,517,037
6	**Minimum investment return.** Enter 5% of line 5			6	175,852

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	175,852
2a	Tax on investment income for 2010 from Part VI, line 5	2a	1,934		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,934
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	173,918
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	173,918
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	173,918

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	218,500
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	218,500
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,934
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	216,566

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7					173,918
2 Undistributed income, if any, as of the end of 2010					
a Enter amount for 2009 only				20,134	
b Total for prior years: 20____, 20____, 20____					
3 Excess distributions carryover, if any, to 2010					
a From 2005					
b From 2006					
c From 2007					
d From 2008					
e From 2009					
f **Total** of lines 3a through e					
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 218,500					
a Applied to 2009, but not more than line 2a				20,134	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d Applied to 2010 distributable amount					173,918
e Remaining amount distributed out of corpus		24,448			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)					
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5		24,448			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions					
e Undistributed income for 2009. Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)					
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		24,448			
10 Analysis of line 9					
a Excess from 2006					
b Excess from 2007					
c Excess from 2008					
d Excess from 2009					
e Excess from 2010	24,448				

DAA

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

N/A

b The form in which applications should be submitted and information and materials they should include.

N/A

c Any submission deadlines

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

N/A

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 5				218,500
Total			▶ 3a	218,500
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					4
4 Dividends and interest from securities			14	44,597	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					148,811
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		44,597	148,815

13 **Total.** Add line 12, columns (b), (d), and (e) 13 193,412

(See worksheet in line 13 instructions on page 29 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

[signature] 7/21/11 PRINCIPAL OFFICER

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
JEFFREY BABIN	[signature]	7/12/11	

Firm's name ▶ GREENWALD & BABIN, INC. PTIN P00084285

Firm's address ▶ 3601 GREEN ROAD, SUITE 208 Firm's EIN ▶

BEACHWOOD, OH 44122 Phone no 216-464-7373

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEE	$ 21,240	$	$	$
TOTAL	$ 21,240	$ 0	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
STATE OF OHIO	$ 200	$	$	$
TOTAL	$ 200	$ 0	$ 0	$ 0

Statement 3 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MANNING & NAPIES	$ 376,477	$ 422,162	COST	$ 469,203
FIDELITY	912,172	994,698	COST	937,567
MORGAN STANLEY #168	1,134,901	1,559,375	COST	1,906,296
TOTAL	$ 2,423,550	$ 2,976,235		$ 3,313,066

Statement 4 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
FEDERAL TAX AND ESTIMATES	$
TOTAL	$ 0

Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
AIDS SERVICES AUSTIN TX 44122	PO BOX 4874			2,000
ALBANY PARK THEATER PROJE CHICAGO IL 60625	PO BOX 257995			5,000
ARC - BERGEN COUNTY HACKENSACK NJ 07601	223 MOORE STREET			2,000
ARC - NATIONAL SILVER SPRINGS MD 20910	1010 WAYNE AVE			10,000
ARC - OHIO COLUMBUS OH 43210	1335 DUBLIN ROAD			5,000
BECK CENTER, THE LAKEWOOD OH 44107	17801 DETROIT AVE			2,000
CENTER FOR MENTAL RETARDA CLEVELAND OH 44115	1331 EUCLID AVE			5,000
CHAGRIN FALLS COMMUNITY C CHAGRIN FALLS OH 44023	7060 WOODLAND AVE			5,000
CLEVELAND CLINIC FOUNDATI CLEVELAND OH 44115	18901 LAKE SHORE DRIVE			5,000
CLEVELAND MUSIC SCHOOL SE CLEVELAND OH 44115	11125 MAGNOLIA DR			10,000
CLEVELAND SCHOLARSHIP PRO CLEVELAND OH 44115	200 PUBLIC SQ			5,000
CYSTIC FIBROSIS FOUNDATIO BETHESDA MD 20910	6931 ARLINGTON RD			5,000
DOBAMA THEATRE CLEVELAND OH 44115	2490 LEE BLVD			2,000
EVANS SCHOLARS FOUNDATION GOLF IL 60625	1 BRIAR RD			2,000
FAIRMOUNT CENTER FOR THE CLEVELAND OH 44115	8400 FAIRMOUNT RD			3,000
FAIRMOUNT TEMPLE CLEVELAND OH 44115	23737 FAIRMOUNT BLVD			4,000
FIELDSTONE FARM THERAPEUT CHAGRIN FALLS OH 44023	PO BOX 23129			1,000
FINE ARTS ASSOCIATION WILLOUGHBY OH 44094	38660 MENTOR AVE			2,000
FIRST UNITARIAN CHURCH (O SHAKER HEIGHTS OH 44118	2125 CHESTNUT STREET			5,000

Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
FREE MEDICAL CLINIC, THE CLEVELAND OH 44115	12201 EUCLID AVE			10,000
GATHERING PLACE BEACHWOOD OH 44122	23300 COMMERCE PARK			15,000
GEAUGA COUNTY COUNTY BOAR CHESTERLAND OH 44026	8200 CEDAR RD			5,000
GOODMAN THEATER CHICAGO IL 60625	170 NORTH DEARBORN			2,000
GOODMAN THEATER CHICAGO IL 60625	170 NORTH DEARBORN			5,000
HABITAT FOR HUMANITY CLEVELAND OH 44115	2110 WEST 110TH STREET			2,000
HANDS ON PORTLAND PORTLAND OR 97209	1621 NORTH WEST 21ST AVE			2,000
HARVEST FOR HUNGER CLEVELAND OH 44115	15500 S WATERLOO RD			1,000
HATTIE LARLHAM MANTUA OH 44255	9771 DIAGONAL RD			5,000
HEIGHTS PARENT CENTER CLEVELAND HTS OH 44118	14780 SUPERIOR RD			5,000
HELP FOUNDATION CLEVELAND OH 44115	3622 PROSPECT AVE			5,000
HOSPICE OF THE WESTERN R CLEVELAND OH 44115	300 EAST 185TH ST			5,000
IDEASTREAM (WVIZ/WCPN) BEACHWOOD OH 44122	1375 EUCLID AVE			4,000
INGENUITY FESTIVAL BEACHWOOD OH 44122	2429 SUPERIOR AVE			5,000
JEWISH FAMILY SERVICES BEACHWOOD OH 44122	3659 S GREEN RD			5,000
LAKE ERIE BASEBALL CLUB OLMSTED FALLS OH 44138	2700 CRYSTALWOOD DRIVE			1,000
LOOKINGGLASS THEATRE COMP CHICAGO IL 60625	875 NORTH MICHIGAN AVE			2,500
NEW AVENUES TO INDEPENDEN CLEVELAND OH 44115	17608 EUCLID AVE			10,000
NORTH COAST COMMUNITY HOM CLEVELAND OH 44115	14221 BROADWAY AVE			5,000

Statement 5 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
OHIO SPECIAL OLYMPICS COLUMBUS OH 43210	3303 WINCHESTERN PIKE			5,000
PARKWAYS FOUNDATION CHICAGO IL 60625	541 N FAIRBANKS			1,000
PBS 45-49 PRODUCERS KENT OH 44242	1750 CAMPUS CENTER DR			1,000
PLAYHOUSE SQUARE FOUNDATI CLEVELAND OH 44115	1501 EUCLID AVE			3,000
POLICE ATHLETIC LEAGUE CLEVELAND OH 44115	2100 PAYNE AVE			2,000
PROJECT LOVE BEACHWOOD OH 44122	23511 CHAGREEN BLVD			1,000
SHAW FESTIVAL FOUNDATION LEWISTON NY 14092	800 FLEET BANK BUILDING			3,000
STEPPENWOLF THEATRE LEWISTON NY 14092	1650 NORTH HALSTED STREET			1,000
TIMELINE THEATRE COMPANY CHICAGO IL 60625	170 NORTH DEARBORN			3,000
VOICES FOR CHILDREN CLEVELAND HTS OH 44118	3634 EUCLID AVE			5,000
WELCOME HOUSE CLEVELAND OH 44115	20575 CENTER RIDGE RD			5,000
WKHR CHAGRIN FALLS OH 44023	17425 SNYDER ROAD			5,000
WKSU KENT OH 44242	1613 E SUMMIT ST			1,000
WOODBRIDGE DEVELOPMENTAL WOODBRIDGE OH 44242	PO BOX 59			3,000
WRITERS THEATRE GLENCOE IL 60625	376 PARK AVE			5,000
TOTAL				218,500

SCHEDULE FOR PART IV 1B		DATE OF SALE	Sold Proceeds	Cost	New Purchasing Contribution	Capital Gain/Loss
Fidelity #X70-204498						
400 DISNEY	VARIOUS	12/29/2010	$ 16,475 58	$ 16,163 79		$ 311 79
						$ -
						$ -
Morgan stanley #168						
270 CAMECO CORP	10/27/2009	1/19/2010	$ 8,264 27	$ 7,955 25		$ 309 02
520 NOKIA	10/21/08	1/14/2010	$ 6,936 24	$ 9,001 25		$ (2,065 01)
370 NOKIA	12/16/08	1/14/2010	$ 4,935 40	$ 5,967 47		$ (1,032 07)
50 NOKIA	12/23/08	1/14/2010	$ 666 95	$ 760 50		$ (93 55)
50 PERKIN	11/20/08	1/19/10	$ 1,062 94	$ 770 58		$ 292 36
160 PERKIN	12/16/08	1/19/10	$ 3,401 41	$ 2,112 00		$ 1,289 41
						$ -
40 FEDEX CO	6/30/08	3/31/10	$ 3,686 46	$ 3,096 81		$ 589 65
40 FEDEX CO	12/16/08	3/31/10	$ 3,686 46	$ 2,515 10		$ 1,171 36
70 NOKIA	12/23/08	4/14/10	$ 1,077 98	$ 1,064 70		$ 13 28
680 NOKIA	4/20/09	4/14/10	$ 10,471 82	$ 9,884 82		$ 587 00
530 NOKIA	8/4/2009	4/14/10	$ 8,161 86	$ 7,143 87		$ 1,017 99
210 NOKIA	1/19/10	4/14/10	$ 3,233 95	$ 2,774 10		$ 459 85
80 QUEST DIAGNOSTIC	8/3/07	4/14/10	$ 4,638 86	$ 4,519 39		$ 119 47
310 UNILIVER PLC	12/16/08	3/31/10	$ 9,059 68	$ 7,128 82		$ 1,930 86
110 WEYERHAEUSER	12/16/08	4/9/10	$ 5,180 18	$ 4,392 30		$ 787 88
140 WEYERHAEUSER	12/23/08	4/9/10	$ 6,592 95	$ 4,268 54		$ 2,324 41
130 WEYERHAEUSER	12/23/08	4/26/10	$ 6 918 37	$ 3,963 65		$ 2,954 72
170 WEYERHAEUSER	2/25/09	4/26/2010	$ 9,047 09	$ 4,404 02		$ 4,643 07
						$ -
90 DEAN FOOD	8/23/07	5/12/10	$ 900 17	$ 2,490 41		$ (1,590 24)
50 DEAN FOOD	9/28/07	5/12/10	$ 500 10	$ 1,278 37		$ (778 27)
90 DEAN FOOD	11/11/08	5/12/10	$ 900 17	$ 1,422 42		$ (522 25)
260 DEAN FOOD	12/16/08	5/12/10	$ 2,600 50	$ 4,157 48		$ (1,556 98)
250 DEAN FOOD	5/15/09	5/12/10	$ 2,500 48	$ 4,629 73		$ (2,129 25)
140 DEAN FOOD	9/22/09	5/12/10	$ 1,400 27	$ 2,540 58		$ (1,140 31)
200 DEAN FOOD	1/19/10	5/12/10	$ 2,000 39	$ 3,653 00		$ (1,652 61)
270 DICKS SPORTING GOODS	12/29/08	5/18/10	$ 7,351 92	$ 3,369 84		$ 3,982 08
70 DICKS SPORTING GOODS	1/7/09	5/18/10	$ 1,906 05	$ 998 77		$ 907 28
900 FEDERATED INVESTORS	2/19/09	5/20/10	$ 13,596 61	$ 12,659 76		$ 936 85
190 FEDERATED INVESTORS	1/19/10	5/20/10	$ 4,305 59	$ 5,256 81		$ (951 22)
80 JOHNSON & JOHNSON	7/3/07	5/20/10	$ 4,897 56	$ 4,968 00		$ (70 44)
50 JOHNSON & JOHNSON	6/12/08	5/20/10	$ 3,060 97	$ 3,272 50		$ (211 53)
150 JOHNSON & JOHNSON	12/16/08	5/20/10	$ 9,182 92	$ 8,891 40		$ 291 52
10 JOHNSON & JOHNSON	3/2/09	5/20/10	$ 612 19	$ 493 58		$ 118 61
180 PERKIN ELMER	12/16/08	4/29/10	$ 4,514 41	$ 2,376 00		$ 2,138 41
260 WALT DISNEY	10/8/08	5/17/10	$ 8,757 72	$ 6,951 00		$ 1,806 72
100 WALT DISNEY	10/22/08	5/17/10	$ 3,368 35	$ 2,452 68		$ 915 67
210 WALT DISNEY	11/14/08	5/17/10	$ 7,073 54	$ 4,407 88		$ 2,665 66
						$ -
632 CARNIVAL CP NEW	9/9/08	5/28/10	$ 22,784 04	$ 25,949 22		$ (3,165 18)
118 CARNIVAL CP NEW	1/19/10	5/28/10	$ 4,253 98	$ 4,112 48		$ 141 50
180 HERTLAND EXPRESS	10/13/08	6/7/10	$ 2,679 83	$ 2,695 72		$ (15 89)
100 HERTLAND EXPRESS	12/16/08	6/7/10	$ 1,488 79	$ 1,419 31		$ 69 48
30 HERTLAND EXPRESS	5/13/09	6/7/10	$ 446 64	$ 423 21		$ 23 43
70 HERTLAND EXPRESS	8/31/09	6/7/10	$ 1,042 16	$ 990 99		$ 51 17
80 HERTLAND EXPRESS	1/19/10	6/7/10	$ 1,191 03	$ 1,252 80		$ (61 77)
300 JP HUNT TRANS SERV	12/16/08	5/27/10	$ 10,368 66	$ 7,297 29		$ 3,071 37
40 JOHNSON & JOHNSON	3/2/09	6/15/10	$ 2,344 95	$ 1,974 31		$ 370 64
70 JOHNSON & JOHNSON	1/19/10	6/15/10	$ 4,103 67	$ 4,570 30		$ (466 63)

190	JOHNSON & JOHNSON	2/1/10	6/15/10	$ 11,138 52	$ 11,974 45	$ (835 93)
20	KLA TENCOR CORP	12/16/08	6/21/10	$ 638 34	$ 438 00	$ 200 34
40	KLA TENCOR CORP	12/23/08	6/21/10	$ 1,276 67	$ 804 40	$ 472 27
190	KLA TENCOR CORP	2/17/09	6/21/10	$ 6,064 18	$ 3,457 75	$ 2,606 43
80	KLA TENCOR CORP	3/2/10	6/21/10	$ 2,553 34	$ 2,424 64	$ 128 70
140	KNIGHT TRANSPORTATION	10/7/08	5/28/10	$ 2,755 22	$ 2,233 70	$ 521 52
140	KNIGHT TRANSPORTATION	12/16/08	5/28/10	$ 2,755 22	$ 1,953 85	$ 801 37
270	PAYCHEX INC	6/17/09	5/26/10	$ 7,792 23	$ 7,259 90	$ 532 33
80	PAYCHEX INC	6/17/09	5/26/10	$ 2,308 81	$ 2,162 34	$ 146 47
170	PAYCHEX INC	7/30/09	5/26/10	$ 4,906 22	$ 4,530 74	$ 375 48
160	PAYCHEX INC	1/19/10	5/26/10	$ 4,617 62	$ 4,842 70	$ (225 08)
420	PAYCHEX INC	5/11/10	5/26/10	$ 12,121 25	$ 12,705 88	$ (584 63)
40	QUEST DIAGNOSTIC	8/3/07	6/15/10	$ 2,144 52	$ 2,259 70	$ (115 18)
50	QUEST DIAGNOSTIC	8/3/08	6/15/10	$ 2,680 65	$ 2,747 29	$ (66 64)
40	QUEST DIAGNOSTIC	8/20/08	6/15/10	$ 2,144 52	$ 2,170 71	$ (26 19)
170	QUEST DIAGNOSTIC	12/16/08	6/15/10	$ 9,114 21	$ 8,337 51	$ 776 70
50	QUEST DIAGNOSTIC	1/19/10	6/15/10	$ 2,680 65	$ 3,069 00	$ (388 35)
170	SHERWIN WILLIAMS CO	4/20/09	5/27/10	$ 13,032 06	$ 9,475 84	$ 3,556 22
630	SOUTHWEST AIRLINES	12/16/08	6/16/10	$ 7,657 77	$ 5,047 62	$ 2,610 15
100	TOKYO ELECTRON	2/17/09	5/27/10	$ 5,849 90	$ 3,700 00	$ 2,149 90
						$ -
70	GENZYMECO	7/10/07	7/27/10	$ 4,729 13	$ 4,136 08	$ 593 05
40	GENZYMECO	12/16/08	7/27/10	$ 2,702 36	$ 2,690 00	$ 12 36
10	GENZYMECO	12/23/08	7/27/10	$ 675 59	$ 663 80	$ 11 79
20	GENZYMECO	4/8/09	7/27/10	$ 1,351 18	$ 1,140 04	$ 211 14
180	GENZYMECO	7/8/09	7/27/10	$ 12,160 63	$ 9,870 16	$ 2,290 47
40	GENZYMECO	7/29/09	7/27/10	$ 2,702 36	$ 2,179 43	$ 522 93
710	GRIFOLS SA	3/8/10	7/27/10	$ 7,809 86	$ 11,442 29	$ (3,632 43)
140	INTERNATIONAL GAME	5/1/08	7/12/10	$ 2,178 18	$ 4,886 02	$ (2,707 84)
580	INTERNATIONAL GAME	2/26/09	7/12/10	$ 9,023 89	$ 5,507 85	$ 3,516 04
110	INTERNATIONAL GAME	1/19/10	7/12/10	$ 1,711 43	$ 2,238 60	$ (527 17)
430	PERKIN ELEMER INC	12/16/08	7/16/10	$ 8,191 70	$ 5,676 00	$ 2,515 70
130	PERKIN ELEMER INC	12/23/08	7/16/10	$ 2,476 56	$ 1,710 80	$ 765 76
3250	URANIUM ONE	1/19/10	7/9/10	$ 8,917 20	$ 11,071 45	$ (2,154 25)
760	URANIUM ONE	3/18/10	7/9/10	$ 2,085 25	$ 2,070 62	$ 14 63
30	WALT DISNEY	11/14/08	7/7/10	$ 970 45	$ 629 70	$ 340 75
310	WALT DISNEY	12/16/08	7/7/10	$ 10,027 98	$ 7,367 40	$ 2,660 58
30	WALT DISNEY	12/23/08	7/7/10	$ 970 45	$ 657 90	$ 312 55
						$ -
230	AMERICAN TOWER CP	6/29/09	8/17/10	$ 10,775 24	$ 7,312 02	$ 3,463 22
120	CROWN CASTLE	7/6/09	8/24/10	$ 4,839 32	$ 2,814 90	$ 2,024 42
850	EMC CORP MASS	12/16/2008	8/23/10	$ 15,974 80	$ 9,324 50	$ 6,650 30
20	GENZYMECO	10/23/2009	7/30/10	$ 1,390 10	$ 1,049 51	$ 340 59
40	GENZYMECO	10/23/2009	8/10/10	$ 2,706 88	$ 2,099 03	$ 607 85
60	GENZYMECO	1/19/2010	8/10/10	$ 4,060 31	$ 3,270 60	$ 789 71
130	GENZYMECO	5/25/2010	8/10/10	$ 8,797 35	$ 6,622 14	$ 2,175 21
						$ -
380	BMW EUR	2/16/2010	9/8/2010	$ 21,735 63	$ 15,314 00	$ 6,421 63
320	CROWN CASTLE	7/6/2009	9/24/2010	$ 13,847 03	$ 7,506 40	$ 6,340 63
190	CROWN CASTLE	7/7/2009	9/24/2010	$ 8,221 67	$ 4,386 82	$ 3,834 85
20	GOOGLE	12/16/2008	9/8/2010	$ 9,409 92	$ 6,572 47	$ 2,837 45
20	SAP AG	10/14/2008	9/24/2010	$ 905 03	$ 777 23	$ 127 80
300	SAP AG	12/16/2008	9/24/2010	$ 13,575 52	$ 10,802 13	$ 2,773 39
90	SAP AG	12/23/2008	9/8/2010	$ 4 072 66	$ 3,016 80	$ 1,055 86
120	SAP AG	1/19/2010	9/24/2010	$ 5,430 21	$ 5,903 00	$ (472 79)
						$ -
130	AMPHENOL	9/8/2010	10/14/2010	$ 6,390 99	$ 6,061 00	$ 329 99
220	AUTODESK INC	4/15/2008	10/21/2010	$ 7,518 28	$ 6,864 66	$ 653 62
540	BAXTER INTL	7/2/2010	10/20/2010	$ 26,666 31	$ 22,390 45	$ 4,275 86
20	GOOGLE	12/16/2008	10/12/2010	$ 10,830 90	$ 6,572 47	$ 4,258 43
10	GOOGLE	12/23/2008	10/12/2010	$ 5,415 45	$ 2,992 70	$ 2,422 75
100	NESTLE	11/13/2006	10/7/2010	$ 5,482 91	$ 3,588 75	$ 1,894 16
50	NESTLE	2/20/2008	10/7/2010	$ 2,741 45	$ 2,147 50	$ 593 95
						$ -

740	CSL LIMITED	5/6/2010	12/5/2010	$ 25,405 03	$ 22,755 00	$ 2,650 03
270	MANPOWER	5/19/2010	11/2/2010	$ 15,303 44	$ 12,952 79	$ 2,350 65
110	MANPOWER	5/27/2010	11/2/2010	$ 6,234 74	$ 5,185 43	$ 1,049 31
80	THERMO FISHER	11/25/2008	11/1/2010	$ 4,099 13	$ 2,676 21	$ 1,422 92
70	THERMO FISHER	12/16/2008	11/1/2010	$ 3,586 74	$ 2,209 09	$ 1,377 65
60	SOUTHWEST AIRLINES	12/16/2008	10/28/2010	$ 822 67	$ 480 73	$ 341 94
220	SOUTHWEST AIRLINES	12/23/2008	10/28/2010	$ 3,016 45	$ 1,713 80	$ 1,302 65
90	CERNER CO	12/16/2008	10/28/2010	$ 7,818 16	$ 3,525 73	$ 4,292 43
						$ -
70	MONSANTO CO	10/8/2008	12/22/2010	$ 4,671 21	$ 5,535 42	$ (864 21)
40	MONSANTO CO	12/2/2008	12/22/2010	$ 2,669 26	$ 2,907 70	$ (238 44)
60	MONSANTO CO	12/16/2008	12/22/2010	$ 4,003 89	$ 4,530 60	$ (526 71)
170	PALL CO	9/29/2009	12/17/2010	$ 8,494 29	$ 5,618 28	$ 2,876 01
270	VIRGIN MEDIA	6/30/2010	12/13/2010	$ 7,237 73	$ 4,527 36	$ 2,710 37
						$ -
30	ELECTRONIC ARTS INC		2/19/2010	$ 497 14	$ 1,388 37	$ (891 23)
70	ELECTRONIC ARTS INC	10/30/2008	2/19/2010	$ 1,159 98	$ 1,929 38	$ (769 40)
910	ELECTRONIC ARTS INC	12/16/2008	2/19/2010	$ 15,079 78	$ 14,776 22	$ 303 56
140	ELECTRONIC ARTS INC	12/23/2008	2/19/2010	$ 2,319 97	$ 2,219 00	$ 100 97
480	ELECTRONIC ARTS INC	8/31/2009	2/19/2010	$ 7,954 17	$ 8,708 78	$ (754 61)
120	GENERAL MILLS	4/12/2009	2/17/2010	$ 8,512 63	$ 6,090 55	$ 2,422 08
40	GENERAL MILLS	4/14/2009	2/17/2010	$ 2,837 54	$ 1,992 22	$ 845 32
90	HOME DEPOT	5/22/2008	2/10/2010	$ 2,587 91	$ 2,433 81	$ 154 10
150	HOME DEPOT	12/16/2008	2/10/2010	$ 4,313 19	$ 3,652 50	$ 660 69
90	HOME DEPOT	5/17/2009	2/10/2010	$ 2,587 91	$ 1,801 25	$ 786 66
130	INTERNATIONAL GAME	5/1/2008	2/1/2010	$ 2,444 90	$ 4,537 01	$ (2,092 11)
180	KELLOG CO	4/20/2009	2/3/2010	$ 9,941 22	$ 7,127 75	$ 2,813 47
80	LOWES	4/16/2008	2/10/2010	$ 1,739 59	$ 1,946 10	$ (206 51)
140	LOWES	12/16/2008	2/10/2010	$ 3,044 28	$ 3,151 40	$ (107 12)
90	LOWES	12/23/2008	2/10/2010	$ 1,957 03	$ 1,908 90	$ 48 13
100	LOWES	2/17/2009	2/10/2010	$ 2,174 48	$ 1,720 57	$ 453 91
50	LOWES	7/2/2009	2/10/2010	$ 1,087 24	$ 950 63	$ 136 61
100	LOWES	1/19/2010	2/10/2010	$ 2,174 48	$ 2,321 00	$ (146 52)
190	MICROSOFT CO	12/16/2008	1/28/2010	$ 5,540 05	$ 3,804 43	$ 1,735 62
300	MICROSOFT CO	12/16/2008	2/17/2010	$ 8,579 38	$ 6,006 99	$ 2,572 39
170	MICROSOFT CO	12/17/2008	2/17/2010	$ 4,861 65	$ 3,358 33	$ 1,503 32
110	MICROSOFT CO	3/13/2009	2/17/2010	$ 3,145 77	$ 1,790 14	$ 1,355 63
310	MICROSOFT CO		2/17/2010	$ 8,865 36	$ 8,701 39	$ 163 97
180	MICROSOFT CO	1/19/2010	2/17/2010	$ 5,147 63	$ 5,596 20	$ (448 57)
60	MILLIPORE CO	3/7/2008	2/23/2010	$ 5,425 49	$ 4,136 31	$ 1,289 18
50	MILLIPORE CO	5/1/2008	2/23/2010	$ 4,521 24	$ 3,577 16	$ 944 08
70	MILLIPORE CO	12/16/2008	2/23/2010	$ 6,329 74	$ 3,511 72	$ 2,818 02
20	MILLIPORE CO	12/23/2008	2/23/2010	$ 1,808 50	$ 1,025 60	$ 782 90
170	MILLIPORE CO	9/23/2009	2/23/2010	$ 15,372 22	$ 12,019 02	$ 3,353 20
80	MILLIPORE CO	1/19/2010	2/23/2010	$ 7,233 99	$ 5,840 80	$ 1,393 19
580	NORDSTROM INC	1/27/2009	2/12/2010	$ 19,757 73	$ 7,826 17	$ 11,931 56
						$ -
160	PALLO CO	9/29/2009	3/5/2010	$ 6,561 51	$ 5,287 79	$ 1,273 72
390	PAYCHEX INC	6/17/2009	3/19/2010	$ 12,654 20	$ 10,541 38	$ 2,112 82
850	SOUTHWEST AIRLINES	12/16/2008	2/26/2010	$ 10,605 14	$ 6,810 29	$ 3,794 85
30	SOUTHWEST AIRLINES	12/16/2008	2/26/2010	$ 374 81	$ 240 36	$ 134 45
						$ -
						$ -
						$ -
						$ -
						$ -
				$ 909,896 76	$ 761,113 70	$ 148,783 06

WILLIAM M WEISS FOUNDATION
INVESTMENTS
2010

	BOOK VALUE		FAIR MKT VALUE	
LINE 10b CORPORATE STOCKS MUTUAL FUNDS				
M&N				
7,212 00 Life Sciences	$51,069 96		87,842 16	
11,510 09 International Series	$103,792 83		101,864 27	
9,461 62 Finan Servic	$74,422 55		55,255 84	
8,049 27 World Opportun	$62,874 31		69,304 21	
5,011 00 Technologies series	$40,528 63		58,277 93	
2,579 91 Real Estate series	$26,206 77		32,455 29	
6,911 00 Small Cap	$63,267 10		64,203 19	
		$422,162.15		469,202.89
MORGAN STANLEY #168				
500 00 **Accenture PLC**	$19,292 04		$24,245 00	
290 00 **Adecco**	$14,920 50		$19,056 43	
300 00 **Advantest Corp**	$7,650 00		$6,794 89	
1,320 00 **Alere Inc**	$39,849 39		$48,312 00	
580 00 **Amadeus**	$10,834 40		$12,200 59	
930 00 American Express	$26,342 75		$39,915 60	
170 00 Amphenol Co	$7,925 93		$8,972 60	
780 00 Autodesk inc	$17,378 17		$29,796 00	
610 00 AUTOMATIC DATA INC	$22,841 04		$28,230 80	
530 00 BAKER HUGIES	$23,717 37		$30,300 10	
2,190.00 BANCO SANTANDER	$24,939 23		$23,292.42	
1,490 00 Bank of New York	$44,272 84		$44,998 00	
530 00 BECTON DICKINSON	$37,572 28		$44,795.60	
360.00 Boeng	$19,835 85		$23,439 60	
4,600 00 BOSTON SCIENTIFIC	$34,254 22		$34,822 00	
1,030 00 Cameco Corp	$28,116 45		$41,591 40	
300 00 CERNER CO	$17,932 08		$28,422 00	
3,550 00 CHARLES SCHWAB	$50,092 14		$60,740 50	
2,110 00 CISCO SYS INC	$42,664 73		$42,685.30	
470 00 COCA COLA	$24,346 00		$30,911 90	
310 00 DEUTSCHE BOERSE	$21,958 20		$21,613 32	
570 00 Dicks	$8,951 14		$21,375 00	
460 00 DISCOVERY COMMUNICATION	$17,564 75		$19,182 00	
1,330.00 EMC CO	$16,048 40		$30,457 00	
320 00 FEDEX	$20,046 24		$29,763 20	
130 00 FLOWSERVE CO	$13,865 32		$15,498 60	
480 00 GEN-PROBE	$20,422 32		$28,008 00	
340 00 GENERAL MILLS	$8,466 94		$12,100 60	
100 00 GOOGLE	$47,911 89		$59,397 00	
810 00 HESS CO	$43,688 68		$61,997.40	
2,140 00 HSBC HOLDINGS	$22,450 10		$21,656 80	
490 00 JUNIPER	$9,619 38		$18,090.80	
230 00 KELLOGG	$9,107 68		$11,748 40	
940 00 KROGER	$19,047 33		$21,018 40	
390 00 LIBERTY GLOBAL	$14,205 01		$13,798 20	
100 00 LONZA GROUP	$8,517 50		$8,040 98	
310 00 MANPOWER	$14,613 50		$19,455 60	
160 00 MARTIN MARIETTA	$13,952 54		$14,758 40	
120 00 MASTERCARD	$26,377 55		$26,893 20	
1,720 00 MEDIASET SPA	$10,801 60		$10,447 05	
810 00 MONSANTO CO	$52,743 91		$56,408 40	
490 00 NESTLE SA	$17,546 55		$28,781 78	
390 00 NORFOLK SOUTHERN	$21,137 75		$24,499 80	
420 00 NORTHERN TRUST	$22,020 39		$23,272 20	
740 00 OWENS ILLINOIS	$22,267 27		$22,718 00	
370 00 PALL CO	$12,228 02		$18,344 60	
220 00 PEPSICO INC	$13,958 52		$14,372 60	
1,860 00 PROGRESSIVE	$31,623 85		$36,958 20	
720 00 QUALCOMM INC	$27,248 10		$35,632 80	

1,210.00	QUANTA SERVICES	$21,779 32		$24,103 20	
·380 00	RANDSTAD HOLDINGS	$15,358 27		$20,136 67	
2,630 00	REED ELSEVIER	$21,628 00		$22,276 54	
820.00	RYANAIR HOLDINGS	$21,860 79		$25,223.20	
1,000 00	SAFEWAY	$21,723 27		$22,436 00	
430 00	SCHLUMBERGER	$28,024 66		$35,905 00	
160 00	SHERWIN WILLIAMS	$9,169 52		$13,400 00	
2,150 00	SOUTHWEST AIRLINES	$12,325 95		$27,907 00	
390 00	THERMO FISHER	$15,342.51		$21,590.40	
1,380.00	TIMEWARNER	$43,124 98		$44,394 60	
900 00	UNILEVER	$22,946 16	cost diff	$27,792.00	
540 00	UNITED PARCEL	$31,246 42		$39,193 20	
450 00	VIRGIN MEDIA	$7,545 60		$12,258 00	
430 00	VISA	$31,532 38		$30,263.40	
280 00	VISTAPRINT	$10,464 66		$12,880 00	
360 00	VULCAN MATERIALS	$13,272 26		$15,969 60	
750 00	WALT DISNEY	$19,128 65		$28,132 50	
90.00	WASHINGTON POST CO	$39,666 53		$39,555 00	
620 00	WASTE MGMT	$19,490 94		$22,859 40	
1,540 00	WEATERFORD INTL	$20,165 51		$35,112 00	
1,890 00	WESTERN UNION	$30,410 64		$35,097 30	
			$1,559,374.86		$1,906,296 07

FIDELITY

9,390 73	Fidelity Diversified Intl	$390,546 16	cost diff	$283,130 60	
2,437 61	Spartan 500 Index	$101,294 49		$108,424 80	
4,251 01	Fidelity Small Cap	$75,503 26		$83,319 78	
424 70	Fidelity Capital Appreciation	$38,351 80	cost diff	$10,761 80	
2,753 11	Fidelity Disciplined Equity	$65,180 07		$62,027 46	
5,172 72	Fidelity Mid Cap Stock	$123,603 19		$149,232 83	
1,694 27	Fidelity Growth Company	$101,634 64		$140,878 30	
2,000 00	Walt Disney	$74,260 00		$75,020 00	
871 29	Fideltiy Dividend Growth	$24,324 06	$994,697 67	$24,770 97	$937,566 54

TOTAL	**$ 2,976,234.68**	**$ 3,313,065.50**

Form **8868**
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www.irs gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension-check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return See instructions	Name of exempt organization WILLIAM M WEISS FOUNDATION	Employer identification number 34-1787366
	Number, street, and room or suite no. If a P.O box, see instructions 24920 SITTINGBOURNE LANE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. BEACHWOOD OH 44122-1630	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

WILLIAM WEISS
24920 SITTINGBOURNE LAND

- The books are in the care of ▶ BEACHWOOD OH 44122-3246

Telephone No ▶ 216-831-3246 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/11 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2010 or
▶ [ ] tax year beginning , and ending .

2 If this tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 0
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 4,189
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions